

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-21  
ASSET DISPOSITIONS (GENERAL)  
210.6 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Asset Dispositions (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	11/17/05	1.40	REVIEW OF DE MINIMUS ORDER (0.3) AND DRAFT BROKER'S AFFIDAVIT (0.8) AND TELECONFERENCE WITH M. HESTER RE THE SAME (0.3).
		1.40	
COCHRAN EL	10/24/05	1.50	REVIEW 363 ASSET SALE PRESENTATION (1.5).
COCHRAN EL	10/25/05	1.10	REVIEW 363 PRESENTATION (1.1).
COCHRAN EL	11/25/05	2.70	TELECONFERENCE WITH L. DIAZ, M. FUKUDA, P. ROTH, J. LYONS RE GENERAL DIVESTURE PROGRAM (0.6); REVIEW ISSUES (2.1).
		5.30	
LYONS JK	10/21/05	1.00	REVIEW OF 363 PRESENTATIONS AND REVISIONS (1.0).
LYONS JK	10/26/05	2.80	PREPARATION FOR AND PRESENTATION OF 363 PRESENTATION TO M&A GROUP AND FIELDING QUESTIONS (2.8).
LYONS JK	10/27/05	1.30	MEETING WITH M&A GROUP RE PEGASUS TRANSACTION AND STRUCTURE OF DEAL IN LIGHT OF CHAPTER 11 (1.3).
LYONS JK	11/25/05	1.40	PREPARATION AND PARTICIPATION IN CALL WITH L. DIAZ, M. FAKUDA, AND E. COCHRAN RE SALE ISSUES (1.4).
		6.50	
MARAFIOTI KA	10/17/05	0.40	WORK ON MOTION TO PERMIT DE MINIMIS ASSET SALES (0.4).
MARAFIOTI KA	11/01/05	0.50	CONFERENCES RE PEGASUS SALE (0.2); WORK ON ISSUES RE CSFB RETENTION BY NON-DEBTORS (0.3).
MARAFIOTI KA	11/21/05	0.30	WORK ON ISSUES RE SALE OF FOLEY, ALABAMA PROPERTY (0.3).
MARAFIOTI KA	11/29/05	0.30	REVIEW AND REVISE NOTICE OF PROPOSED SALE OF PROPERTY BY PACKARD HUGHES TO L. WIREMAN AND SUPPORTING AFFIDAVIT (0.3).
		1.50	
<b>Total Partner</b>		<b>14.70</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

DE ELIZALDE D	10/17/05	2.60	REVIEWED AND REVISED MOTION, ORDER AND NOTICE FOR DE MINIMIS ASSET SALE (1.2); RESEARCH RE 1146(C) AND ITS APPLICABILITY TO THE DE MINIMIS MOTION (1.4).
DE ELIZALDE D	11/14/05	1.20	DRAFTING NOTICE OF SALE OF DE MINIMIS ASSET (1.2).
DE ELIZALDE D	11/22/05	0.50	REVIEWED NOTICE OF SALE AND AFFIDAVIT RE DE MINIMIS SALE OF FOLEY PROPERTY (0.5).
DE ELIZALDE D	11/29/05	0.90	REVIEWED NOTICE OF DE MINIMIS FOLEY SALE (0.9).
		5.20	
MEISLER RE	10/16/05	1.30	REVIEW AND REVISE DE MINIMIS ASSET SALE MOTION (1.3).
MEISLER RE	10/17/05	2.40	REVIEW AND REVISE DE MIMINIS ASSET SALE MOTION (2.4).
MEISLER RE	10/21/05	0.90	ATTENTION TO DE MINIMIS ASSETS PROCEDURES (0.4); TELECONFERENCE WITH L. MARION RE SAME (0.2); COMMENTED ON INTERNAL NOTICE RE SAME (0.3).
MEISLER RE	11/02/05	1.50	PARTICIPATED IN MEETING WITH J. SHEEHAN RE ASSET SALES AND ORDINARY COURSE PROTOCOL (1.5).
MEISLER RE	11/09/05	1.90	PREPARED FOR PBR KNOXVILLE MEETING (0.2); ATTENDED PBR KNOXVILLE MEETING (1.7).
MEISLER RE	11/11/05	0.70	TELECONFERENCE WITH G. OGUNSAYA RE PBR KNOXVILLE RESEARCH (0.2); ATTENTION TO SAME (0.5).
MEISLER RE	11/14/05	0.80	REVIEWED PRIOR PRECEDENT AND RESPONDED TO S. CORCORAN AND M. LOEB INQUIRY RE CONDITION PRECEDENT AND COVENANT LANGUAGE TO BE INCLUDED IN A PURCHASE AGREEMENT TO ADDRESS THE DE MINIMIS ASSET ORDER (0.8).
MEISLER RE	11/17/05	0.60	REVIEWED AND REVISED ASSET SALE PROTOCOL (0.6).
MEISLER RE	11/19/05	0.30	TELECONFERENCE WITH G. OGUNSAYA RE PBR KNOXVILLE (0.1); ANALYSIS OF PRESENTATION PROVIDED BY PBR TENNESSEE RE SAME (0.2).
MEISLER RE	11/20/05	0.90	TELECONFERENCE WITH G. OGUNSAYA AND M. MICHELI RE PBR KNOXVILLE AND EFFECTS OF DELAWARE LIMITED LIABILITY COMPANY ACT ON JOINT VENTURE (0.7); DRAFTED NOTES TO FILE RE SAME (0.2).
MEISLER RE	11/25/05	0.30	CONTINUE TO EVALUATE PBR MATTER (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

		<b>11.60</b>	
MICHELI MJ	11/14/05	2.50	BEGAN REVIEW OF DE MINIMIS ASSET SALE NOTICE RE SALE OF ASSETS (0.2); BEGAN REVIEW OF CERTAIN DE MINIMIS ASSET SALE (0.6); BEGAN DRAFTING MEMO RE SAME (1.5); ANALYSIS OF ASSETS PURCHASE AGREEMENT RE SAME (0.2).
MICHELI MJ	11/15/05	0.20	REVIEW DE MINIMIS ASSET PROCEDURES RE CERTAIN SALE OF ASSETS (0.2).
		<b>2.70</b>	
OGUNSANYA GO	11/20/05	3.90	FURTHER RESEARCH RE DE CORPORATE LAW AND PBR KNOXVILLE CORPORATE ISSUES (3.9).
OGUNSANYA GO	11/21/05	2.10	DRAFTING/RESEARCH OF PBR KNOXVILLE CONFIDENTIALITY AGREEMENT (2.1).
OGUNSANYA GO	11/22/05	1.50	RESEARCH RE TAX ID FOR ENVIRONMENTAL CATALYST (0.3); DRAFTING OF CONFIDENTIALITY AGREEMENT (0.5); TELECONFERENCE WITH R. MEISLER RE PBR KNOXVILLE OPERATING AGREEMENT (0.7).
		<b>7.50</b>	
TOUSSI S	10/16/05	0.30	REVIEW DE MINIMIS ASSET SALE MOTION (0.3).
TOUSSI S	10/22/05	2.40	DRAFT AND REVISE PRESENTATION ON 363 ASSET SALES (1.4); RESEARCH ISSUES RE FIDUCIARY ISSUES AND BUSINESS JUDGMENT RULE (1.0).
TOUSSI S	10/23/05	5.20	FINALIZE PRESENTATION (1.8); EDIT AND REVISE 363 ASSET SALE PRESENTATION (3.4).
TOUSSI S	10/24/05	2.40	EDIT AND REVISE 363 ASSET SALE PRESENTATION (2.4).
TOUSSI S	10/25/05	1.00	EDIT AND REVISE MEMO RE 363 ASSET SALE TRANSACTIONS PRESENTATION (1.0).
TOUSSI S	10/27/05	0.80	FOLLOW-UP ISSUES RE ASSET PURCHASE AGREEMENT PRESENTATIONS (0.8).
TOUSSI S	10/28/05	1.20	EDIT AND REVISE 363 ASSET SALE PRESENTATION (1.2).
		<b>13.30</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	11/30/05	2.30	BEGIN RESEARCH RE JCI BATTERY PAYMENT (2.3) .
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2.30

ZIEGLER VE	10/17/05	6.70	WORK ON DE MINIMIS ASSETS MOTION AND ORDER (3.1); RESEARCH RE APPLICABILITY OF 1146(C) ON DE MINIMIS ASSETS MOTION (3.6) .
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ZIEGLER VE	10/18/05	2.90	WORK ON DE MINIMIS ASSETS MOTION AND ORDER (2.9) .
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9.60

Total Associate/Law Clerk	52.20
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DEMMA J	11/30/05	1.10	PREPARE/FILE AFFIDAVIT OF SERVICE RE PROPOSED SALE OF ASSETS (1.1) .
		1.10	
Total Legal Assistant		1.10	

TOTAL TIME	<u>68.00</u>
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\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Asset Dispositions (General)**

**Bill Date: 12/30/05  
Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/18/05	Copy Center, D	11.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$11.00</b>
Lexis/Nexis	11/30/05	Zaltzman H	125.00
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$125.00</b>
Messengers/ Courier	11/11/05	Dist Serv/Mail/Page, D	10.34
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	10.33
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	10.33
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$31.00</b>
		<b>TOTAL MATTER</b>	<b>\$167.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 01/31/06**  
**Bill Number: 1092991**

NAME	DATE	HOURS	DESCRIPTION
COCHRAN EL	12/05/05	2.90	REVIEW CATALYST CONTRACT (2.9).
COCHRAN EL	12/06/05	3.80	REVIEW MATERIALS AND DRAFT CONTRACT FOR CATALYST SALE (3.8).
COCHRAN EL	12/07/05	1.40	REVIEW CATALYST ISSUES (1.4).
COCHRAN EL	12/08/05	3.60	REVIEW CATALYST ISSUES RE SALE CONTRACT (3.6).
COCHRAN EL	12/09/05	2.10	REVIEW REVISED CATALYST AGREEMENT (2.1).
COCHRAN EL	12/13/05	3.50	TELECONFERENCE WITH L. DIAZ, S. CORCORAN ON CATALYST SALE; REVIEW ISSUES (3.5).
COCHRAN EL	12/14/05	1.10	ISSUES RELATING TO CATALYST SALE CONTRACT (1.1).
COCHRAN EL	12/15/05	1.40	REVIEW ISSUES RELATING TO DRAFT CATALYST CONTRACT (1.4).
COCHRAN EL	12/19/05	1.60	REVIEW REVISED PURCHASE AGREEMENT (1.6).
		<b>21.40</b>	
LYONS JK	12/05/05	3.00	DISCUSSION OF AND STRATEGY RE PEGASUS TRANSACTION, COMMENTS TO AGREEMENT (3.0).
LYONS JK	12/07/05	2.20	REVIEW OF PEGASUS AGREEMENT, CONFERENCE WITH S. CORCORAN RE OPEN MATTERS, COMMENTS AND REVISIONS THERETO (2.2).
LYONS JK	12/13/05	1.00	REVIEW OF PEGASUS AGREEMENT MARK UP (1.0).
		<b>6.20</b>	
<b>Total Partner</b>		<b>27.60</b>	
GIBSON ML	12/05/05	0.30	DISCUSSIONS WITH INTERNAL TEAM RE CATALYST AGREEMENT (0.3).
GIBSON ML	12/06/05	7.60	REVIEWED CATALYST PURCHASE AGREEMENT (4.8); TELECONFERENCES WITH INTERNAL TEAM AND CLIENT RE SAME (0.4); PREPARED ISSUES LIST (2.4).
GIBSON ML	12/07/05	10.60	FINALIZED AND DISTRIBUTED ISSUES LIST FOR CATALYST SALE (1.0), CONFERENCE CALL WITH CLIENT RE ISSUES LIST (3.2); BEGAN REVISING AGREEMENT (6.4).
GIBSON ML	12/08/05	7.70	REVIEWED AND REVISED PURCHASE AGREEMENT (7.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	12/09/05	2.60	TELECONFERENCES WITH PARTNER AND CLIENT RE PURCHASE AGREEMENT (0.6); REVISED PURCHASE AGREEMENT TO REFLECT DISCUSSIONS AND DISTRIBUTED (1.7); REVIEWED AND REVIEWED AND COMMENTED ON PRESS RELEASE (0.2); CORRESPONDENCE RE DILIGENCE ON PRESS RELEASE TOPICS (0.1).
GIBSON ML	12/12/05	1.10	TELECONFERENCES WITH L. DIAZ (0.3), CALLS/CORRESPONDENCE WITH INTERNAL TEAM (0.3), REVISED ANNOTATED ISSUES LIST (0.3); GATHERED PRECEDENT FOR PROVISION (0.2).
GIBSON ML	12/13/05	3.70	MULTIPLE CALLS/CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE CATALYST ISSUES (0.8); BEGAN REVIEWING NEW DRAFT OF CONTRACT (2.9).
GIBSON ML	12/14/05	3.80	REVIEWED NEW DRAFTS OF PURCHASE AGREEMENT AND PREPARED COMMENTS (3.5); TELECONFERENCES AND CORRESPONDENCE WITH PARTNERS AND CLIENT RE SAME (0.3).
GIBSON ML	12/15/05	2.90	REVIEWED LATEST DRAFT OF M.S.A. AND CONSOLIDATED COMMENTS (1.3); DRAFTED RIDERS (1.6).
GIBSON ML	12/19/05	1.20	REVIEWED AND COMMENTED ON LATEST DRAFT OF PURCHASE AGREEMENT (1.1), TELECONFERENCES WITH INTERNAL TEAM RE SAME (0.1).
		41.50	
MEISLER RE	12/05/05	0.30	TELECONFERENCE WITH K. CRAFT RE JCI REQUEST TO TRANSITION BATTERY PRODUCTION PER PURCHASE AGREEMENT (0.1); EVALUATE AGREEMENT (0.2).
MEISLER RE	12/07/05	3.60	TELECONFERENCES WITH S. SPODEK RE JCI TRANSACTION (0.9); TELECONFERENCE WITH S. BOBO RE SAME (0.2); REVIEWED DOCUMENTS RE SAME (2.5).
MEISLER RE	12/08/05	3.60	REVIEWED MALAYSIAN SHARE TRANSFER (0.5); TELECONFERENCES WITH L. Hiestand RE SAME (0.3); CONTINUED EVALUATION OF JCI MATTER (0.9); CONFERENCE WITH S. SPODEK AND A. VANDENBURG RE JCI (1.0); CONFERENCE WITH S. SPODEK, A. VANDENBURG AND K. CRAFT RE JCI (0.4); DRAFTED NOTES TO FILE RE SAME (0.5).
MEISLER RE	12/09/05	1.20	CONTINUE TO REVIEW JCI MATTER (0.8); TELECONFERENCE WITH J. ERTLE AND K. CRAFT RE SAME (0.1); TELECONFERENCE WITH S. BOBO RE SAME (0.3).



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MEISLER RE	12/14/05	1.10	ATTENTION TO ISSUE OF TRANSITIONING BUSINESS RELATED SALE OF BATTERY BUSINESS TO JCI AND DRAFTED LETTER RE SAME (1.1).
MEISLER RE	12/15/05	1.30	TELECONFERENCE WITH COUNSEL TO TADITEL IN RESPONSE TO CORRESPONDENCE AND DISCUSSED POTENTIAL SALE OF DORMANT EQUIPMENT (0.5); DRAFTED NOTES TO FILE RE SAME (0.2); CONTINUED ANALYSIS OF JCI TRANSACTION (0.6).
		11.10	
STUART NL	12/13/05	3.20	ELECTRONIC RESEARCH RE TERMS OF "HYBRID" SALES OF ASSETS (3.2).
STUART NL	12/20/05	3.10	REVIEW DOCUMENTS RELATED TO JOHNSON CONTROLS AGREEMENT (3.1).
		6.30	
ZALTZMAN H*	12/01/05	6.50	RESEARCH CORPORATE APPROVAL OR BOARD APPROVAL APPLICATION OF VERTICAL TEST OF WHETHER PROPOSED DELPHI SATELLITE TRANSACTION/ACTION WOULD BE DEEMED ORDINARY COURSE OF ACTION UNDER SECTION 363 OF THE BR CODE (3.3); RESEARCH RE JCI PAYMENTS AND RELATED ISSUES (3.2).
ZALTZMAN H*	12/02/05	2.80	CONTINUE RESEARCH RE JCI BATTERY ISSUES (2.8).
ZALTZMAN H*	12/03/05	4.40	CONTINUE TO RESEARCH JCI PAYMENT ISSUES (2.7); DRAFT MEMOS RE SAME (1.7).
		13.70	
Total Associate/Law Clerk		72.60	
TOTAL TIME		<u>100.20</u>	

\* Law clerks are law school graduates who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Asset Dispositions (General)

Bill Date: 01/31/06  
Bill Number: 1092991

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/09/05	Copy Center, D	7.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$7.00</b>
Telephone Expense	12/29/05	Telecommunications, D	3.86
Telephone Expense	12/29/05	Telecommunications, D	6.27
Telephone Expense	12/29/05	Telecommunications, D	0.87
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$11.00</b>
Lexis/Nexis	12/01/05	Zaltzman H	633.34
Lexis/Nexis	12/02/05	Zaltzman H	10.86
Lexis/Nexis	12/03/05	Zaltzman H	433.92
Lexis/Nexis	12/05/05	Zaltzman H	131.39
Lexis/Nexis	12/06/05	Zaltzman H	797.72
Lexis/Nexis	12/14/05	Zaltzman H	400.54
Lexis/Nexis	12/23/05	Zaltzman H	196.92
Lexis/Nexis	12/27/05	Zaltzman H	99.31
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$2,704.00</b>
Westlaw	12/13/05	Stuart NL	90.00
		<b>TOTAL WESTLAW</b>	<b>\$90.00</b>
Messengers/ Courier	12/16/05	Dist Serv/Mail/Page, D	25.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$25.00</b>
Out-of-Town Meals	12/08/05	Meisler RE	3.35
Out-of-Town Meals	12/08/05	Meisler RE	2.16
Out-of-Town Meals	12/08/05	Meisler RE	12.49
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$18.00</b>
		<b>TOTAL MATTER</b>	<b>\$2,855.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/09/06	1.10	REVIEW OF ENVIRONMENTAL CONTRACT LANGUAGE ISSUES IN SALES AGREEMENTS (1.1).
		1.10	
COCHRAN EL	01/06/06	0.90	REVIEW SLIDES FOR M&A PRESENTATION (0.9).
COCHRAN EL	01/09/06	1.90	REVIEW MATERIAL RE BRAKE DISPOSITION (0.5); PARTICIPATED IN TELECONFERENCE WITH S. OLSEN RE BRAKE DISPOSITION (1.4).
COCHRAN EL	01/11/06	1.30	REVIEW TIMETABLE FOR PEGASUS TRANSACTION (1.3).
COCHRAN EL	01/30/06	1.30	REVIEW AND COMMENT ON BID LETTER RELATING TO CATALYST SALE (1.3).
		5.40	
LYONS JK	01/10/06	2.00	REVIEW OF DISPOSITION ISSUES RE SUBSIDIARY AND FUNDING ISSUES (2.0).
LYONS JK	01/24/06	1.10	MEETING WITH CLIENT RE PEGASUS TRANSACTION AND NEW BRUNSWICK PUT MATTERS (1.1).
LYONS JK	01/29/06	1.10	REVIEW AND REVISIONS TO PEGASUS BID PROCESS LETTER (1.1).
		4.20	
<b>Total Partner</b>		<b>10.70</b>	
MATZ TJ	01/17/06	2.10	REVIEW AND COMMENT ON SALE AGREEMENT RE SHANGHAI DELCO ELECTRONICS AND NOTICE OF DE MINIMIS SALE (1.2); FOLLOW UP CORRESPONDENCE AND ADDITIONAL WORK RE SAME AND NOTICING REQUIREMENTS (0.9).
MATZ TJ	01/18/06	0.50	FURTHER CORRESPONDENCE RE PROPOSED SHANGHAI DELCO (0.3); FOLLOW UP RE SAME (0.2).
MATZ TJ	01/19/06	0.60	CONTINUING WORK ON AGREEMENT TO SELL SHANGHAI DELCO ELECTRONICS (0.4) AND CORRESPONDENCE IN RESPECT THEREOF (0.2).
MATZ TJ	01/20/06	0.30	CONTINUING WORK ON SALE OF SHANGHAI DELCO ELECTRONICS AND NOTICE THEREOF (0.3).
MATZ TJ	01/23/06	1.10	CONTINUING WORK ON SHANGHAI DELCO EQUITY TRANSFER AND NOTICING (0.8); AND FOLLOW UP WORK RE ISSUES IN RESPECT THEREOF (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/24/06	0.40	CONTINUING WORK ON POSSIBLE SALE OF SHANGHAI DELCO (0.4).
MATZ TJ	01/25/06	0.40	CORRESPONDENCE AND FOLLOW UP RE SHANGHAI DELCO DISPOSITION AND STRUCTURE OF TRANSACTION (0.4).
MATZ TJ	01/27/06	0.40	CORRESPONDENCE AND FOLLOW UP WORK RE POSSIBLE SHANGHAI DELCO SALE (0.4).
MATZ TJ	01/30/06	0.60	CORRESPONDENCE FROM LATHAM RE IRVINE PLANT DISPOSITION (0.2); CONTINUING WORK ON SHANGHAI DELCO TRANSACTION (0.4).
MATZ TJ	01/31/06	0.50	FOLLOW UP WORK RE SHANGHAI DELCO MOTION (0.3); REVIEW CORRESPONDENCE RE SAME (0.2).
		<b>6.90</b>	
<b>Total Counsel</b>		<b>6.90</b>	
MEISLER RE	01/18/06	0.40	REVIEWED SALE NOTICE OF DE MINIMIS ASSETS (0.4).
MEISLER RE	01/19/06	0.50	REVIEWED DOCUMENTATION RE SALE OF PROJECT DISH (0.5).
MEISLER RE	01/20/06	0.40	REVIEWED INQUIRY RE POTENTIAL SALE OF ASSET (0.2); DRAFTED RESPONSE RE APPLICABILITY OF DE MIMINIS ASSET SALE PROCEDURES (0.2).
MEISLER RE	01/23/06	0.70	ANALYSIS OF PROJECT DISH AND DE MINIMIS SALE ORDER (0.3); CONFERENCES WITH T. MATZ RE SAME (0.1, 0.1); TELECONFERENCE WITH C. PILKINGTON RE SAME (0.2).
MEISLER RE	01/24/06	0.30	CONFERENCE WITH J. LYONS RE SALE OF NEW JERSEY FACILITY (0.1); CONFERENCE WITH N. STUART RE PROJECT DISH (0.2).
MEISLER RE	01/25/06	0.50	CONTINUED ANALYSIS OF PROJECT DISH (0.5).
MEISLER RE	01/27/06	0.50	TELECONFERENCES WITH M FUKUDA RE TRANSACTIONAL INQUIRES (0.3, 0.1, 0.1).
MEISLER RE	01/31/06	2.10	WORKED ON PROJECT DISH (0.5); TELECONFERENCE WITH L. HIESTAND RE SAME (0.3); WORKED ON AND RESEARCHED ISSUE RE POTENTIAL SALE OR ASSIGNMENT OF INTELLECTUAL PROPERTY RE DELPHI DUETSCHLAND (0.8); TELECONFERENCE WITH K. BERLIN RE NEW BRUNSWICK PUT (0.3) AND DRAFTED INTERNAL NOTES RE SAME (0.2).
		<b>5.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

STUART NL	01/16/06	0.70	FOLLOW-UP ON INVESTMENT PROCEDURES (0.7).
STUART NL	01/17/06	0.40	ATTENTION TO PROJECT DISH (0.4).
STUART NL	01/19/06	5.20	COMMENT ON EQUITY TRANSFER AGREEMENT AND DE MINIMIS SALE NOTICE FOR PROJECT DISH (2.3); VARIOUS TELECONFERENCES RE SAME (0.7); RESEARCH RE CERTAIN TRANSFER ISSUES (2.2).
STUART NL	01/20/06	2.50	WORK ON FURUKAWA DE MINIMIS INVESTMENT MOTION (0.7); WORK ON BORG & BECK DE MINIMIS SALE NOTICE AND REVIEW CORRESPONDING DOCUMENTS (1.8).
STUART NL	01/21/06	0.90	REVISE PROJECT DISH SALE AGREEMENT (0.6); REVISE DE MINIMIS ASSET SALE NOTICE (0.3).
STUART NL	01/23/06	5.00	REVISE BORG & BECK DE MINIMIS ASSET SALE NOTICE (0.9); COORDINATE SERVICE OF SAME (0.2); RESEARCH DISPOSITION OF EQUITY OF JOINT VENTURE IN CONNECTION WITH PROJECT DISH (3.9).
STUART NL	01/24/06	3.60	MULTIPLE TELECONFERENCES ON PROJECT DISH (1.3); CONTINUE RESEARCH RE TRANSFER OF EQUITY IN CONNECTION WITH PROJECTION DISH (2.3).
STUART NL	01/31/06	2.20	TELECONFERENCE WITH CLIENT RE JV EQUITY DISPOSITION (0.3); RESEARCH CLAIMS RE SAME (1.9).

20.50

**Total Associate 25.90**

SALAZAR AG	01/11/06	1.50	SEARCH FOR AND SEND COPY OF NOTICE OF SALE AS REQUESTED (0.5); REVIEW NOTICE PARTIES FOR STIPULATION AND AMEND (1.0)
		1.50	
<b>Total Legal Assistant</b>		<b>1.50</b>	

**TOTAL TIME 45.00**

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Asset Dispositions (General)**

**Bill Date: 02/28/06**  
**Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	01/27/06	Telecommunications, D	2.65
Telephone Expense	01/27/06	Telecommunications, D	3.24
Telephone Expense	01/27/06	Telecommunications, D	0.11
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.00</b>
Westlaw	01/21/06	Stuart NL	80.90
Westlaw	01/23/06	Stuart NL	196.62
Westlaw	01/30/06	Stuart NL	193.57
Westlaw	01/31/06	Stuart NL	113.91
		<b>TOTAL WESTLAW</b>	<b>\$585.00</b>
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	3.00
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$3.00</b>
Messengers/ Courier	01/08/06	United Parcel Service	67.69
Messengers/ Courier	01/15/06	United Parcel Service	29.16
Messengers/ Courier	01/28/06	United Parcel Service	29.15
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$126.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	24.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$24.00</b>
Wireless - Mobile/Cellular/Pager	12/09/05	Meisler RE	25.77
Wireless - Mobile/Cellular/Pager	01/09/06	Meisler RE	23.23
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$49.00</b>
		<b>TOTAL MATTER</b>	<b>\$793.00</b>